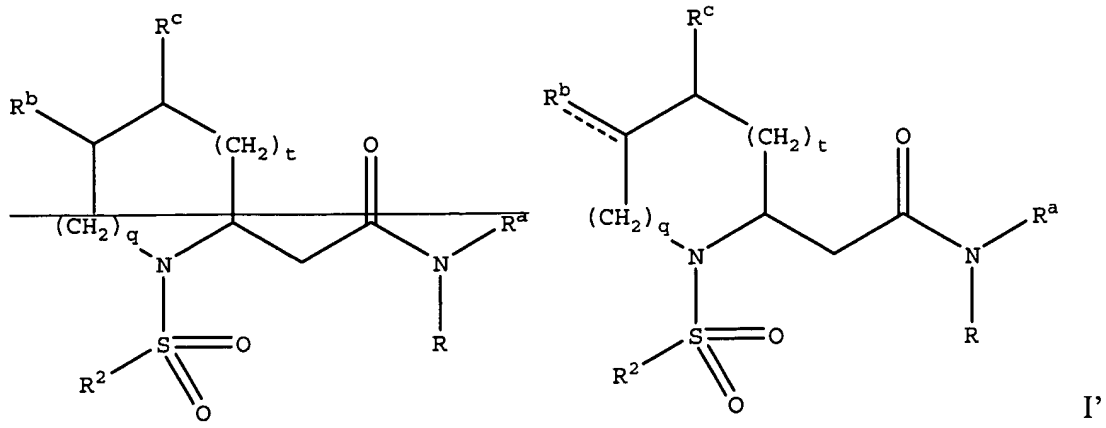
Listing of the Claims

1. (Currently Amended) A compound of Formula I'



I'

wherein q is 0-3;

wherein t is 0-2, provided that when t is 2, q is not 3;

wherein R is a 9-11 membered fused bicyclic carbocyclic or heterocyclic ring substituted with one to three basic moieties, and optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^8 and $R^{8'}$ independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

wherein R^2 is selected from arylalkenyl, aryl, and heterocyclyl selected from thienyl, imidazolyl and benzofused heteroaryl, wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, $(C_1-$

C_6)alkoxy, haloalkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, -C(O)R^8, -COOR^8 , -C(O)N$R^8R^{8'}$, -NR^8C(O)$R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH_2, -OH, -CN, -CF_3, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, -C(O)R^8, -COOR^8 , -C(O)N$R^8R^{8'}$, and -NR^8C(O)$R^{8'}$;

wherein R^a is independently selected from H and C_{1-4}-alkyl, and

aryl optionally substituted with one to three groups independently selected from halo, -NH_2, -OH, -CN, -CF_3, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, -C(O)R^8, -COOR^8 , -C(O)N$R^8R^{8'}$, and -NR^8C(O)$R^{8'}$;

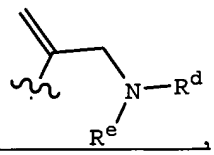
wherein each R^b is independently selected from H, ~~oxo,~~ hydroxy, benzyloxy and C_{1-2}-alkyl, or oxo when ----- is a bond;

wherein R^c is independently selected from H and C_{1-2}-alkyl; or

wherein R^b and R^c together with the carbon atoms to which they are attached form a 6-membered aryl or heteroaryl ring optionally substituted with one to three groups independently selected from halo, -NH_2, -OH, -CN, -CF_3, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, -C(O)R^8, -COOR^8 , -C(O)N$R^8R^{8'}$, -NR^8C(O)$R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH_2, -OH, -CN, -CF_3, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, -C(O)R^8, -COOR^8 , -C(O)N$R^8R^{8'}$, and -NR^8C(O)$R^{8'}$;

wherein the one to three basic moieties on R are independently selected from



cycloalkylamino(C_1-C_6)alkyl, cycloalkyl(C_1-C_6)alkylamino(C_1-C_6)alkyl, , heteroarylamino(C_1-C_6)alkyl, heteroaryl(C_1-C_6)alkylamino(C_1-C_6)alkyl, arylamino(C_1-C_6)alkyl, alkoxyalkylaminoalkyl, hydroxyalkylaminoalkyl, alkenylalkylaminoalkyl, aminocarbonylalkylamino-alkyl, carboxyalkylaminoalkyl, aryl(C_1-C_6)alkylamino(C_1-C_6)alkyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, haloalkylaminoalkyl, amino(C_1-C_6)alkyl, (C_1-

C_6)alkylamino(C_1-C_6)alkyl, 5-8 membered nitrogen-containing heterocyclyl, 5-7 membered nitrogen-containing heterocyclyl-alkylaminoalkyl and 5-7 membered heterocyclyl-alkyl; and wherein each of said basic substituents is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

and pharmaceutically acceptable derivatives thereof;

provided that the one to three basic ~~moiety~~ moieties on R is not 2-oxo-piperaziny-4-ylmethyl;

further provided wherein R^b and R^c do not form a 6-membered aryl when t is 1 and q is 1;

further provided the basic substituent is not attached to the bicyclic ring via an oxygen atom; provided R^2 is not 1-methylimidazol-4-yl~~;~~.

2. (Original) The compound of Claim 1 wherein R is a partially unsaturated carbocyclic ring.

3. (Original) The compound of Claim 2 wherein R is 1,2,3,4-tetrahydronaphthyl.

4. (Original) The compound of Claim 2 wherein R is indanyl.

5. (Original) The compound of Claim 2 wherein R is selected from 1,2,3,4-tetrahydronaphth-1-yl, 1,2,3,4-tetrahydronaphth-2-yl, indan-1-yl and indan-2-yl.

6. (Original) The compound of Claim 1 wherein R is partially unsaturated heterocyclyl.

7. (Original) The compound of Claim 6 wherein R is chroman.

8. (Original) The compound of Claim 6 wherein R is 2,2-dioxo-3,4-dihydro-1H-2,1-benzothiazinyl.

9. (Original) The compound of Claim 1 wherein R is chroman-4-yl, 5,6,7,8-tetrahydro-quinazolin-5-yl, 5,6,7,8-tetrahydro-[1,6]naphthyridin-4-yl or 2,2-dioxo-3,4-dihydro-1H-2,1-benzothiazin-4-yl.

10. (Currently Amended) The compound of Claim 1 wherein

q is 1 or 2;

t is 0 or 1;

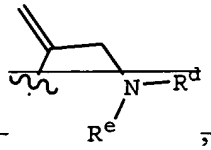
wherein each R^2 is selected from phenyl-CH=CH-, tetrahydronaphthyl, naphtho[2.3-d]dioxolyl, benzofuranyl, benzoxadiazolyl, benzothiadiazolyl, benzothiazolyl, 1H-pyrazolyl, thienyl, isoxazolthienyl, benzothienyl, thieno[3,2-c]pyridinyl, naphthyl, phenyl, pyridinyl, tetrahydroisoquinolinyl, quinolinyl and isoquinolinyl; wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^a is selected from H and C_{1-2}-alkyl;

wherein R^b and R^c are H;

~~wherein the basic substituent on R is selected from cycloalkylamino(C_1-C_6)alkyl, cycloalkyl(C_1-~~



~~C_6)alkylamino(C_1-C_6)alkyl,~~ ~~, heteroarylamino(C_1-C_6)alkyl, heteroaryl(C_1-C_6)alkylamino(C_1-C_6)alkyl, arylamino(C_1-C_6)alkyl, alkoxyalkylaminoalkyl, hydroxyalkylaminoalkyl, alkenylalkylaminoalkyl, aminocarbonylalkylamino-alkyl, carboxyalkylaminoalkyl, aryl(C_1-C_6)alkylamino(C_1-C_6)alkyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, haloalkylaminoalkyl, amino(C_1-C_6)alkyl, (C_1-C_6)alkylamino(C_1-C_6)alkyl, 5-8 membered~~

~~nitrogen-containing heterocyclyl, 5-7 membered nitrogen-containing heterocyclyl-alkylaminoalkyl and 5-7 membered heterocyclyl-alkyl; and wherein each of said basic substituents is optionally substituted with one to three groups independently selected from halo, NH_2, OH, CN, CF_3, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $C(O)R^8$, $COOR^8$, $C(O)NR^8R^{8'}$, $NR^8C(O)R^{8'}$, and (C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, NH_2, OH, CN, CF_3, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $C(O)R^8$, $COOR^8$, $C(O)NR^8R^{8'}$, and $NR^8C(O)R^{8'}$; and~~

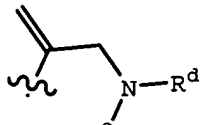
wherein R^d is selected from alkyl, cycloalkyl, cycloalkylalkyl, hydroxyalkyl, alkoxyalkyl, and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a heterocyclic ring;

and pharmaceutically acceptable derivatives thereof.

11. (Currently Amended) The compound of Claim 1 wherein R^2 is selected from phenyl-CH=CH-, tetrahydronaphthyl, naphtho[2.3-d]dioxol-6-yl, 1-benzofur-2-yl, 2,1,3-benzoxadiazol-4-yl, 2,1,3-benzothiadiazol-4-yl, 1,3-benzothiazol-2-yl, 1H-pyrazol-4-yl, thien-2-yl, 5-isoxazolthien-2-yl, benzothien-2-yl, benzothien-3-yl, thieno[3,2-c]pyridin-2-yl, naphthyl, phenyl, 3-pyridyl, tetrahydroisoquinolyl, quinol-8-yl and isoquinolyl; wherein each R^2 is said optionally substituted;

wherein R^a is H; and

wherein the basic ~~substituent~~ moiety on R is selected from $-NH_2$,  , C_{3-6}-cycloalkyl(C_1-C_2)alkylamino(C_1-C_2)alkyl, C_{3-6}-cycloalkylamino(C_1-C_2)alkyl, (C_1-C_2)alkoxy(C_1-C_2)alkylamino(C_1-C_2)alkyl, mono-C_{2-4}-alkenylamino-C_{1-4}-alkyl, di-C_{2-4}-alkenylamino-C_{1-4}-alkyl, hydroxy-C_{1-4}-alkylamino-C_{1-4}-alkyl, aminocarbonyl-C_{1-4}-alkylamino-C_{1-2}-alkyl, mono-C_{1-6}-alkylamino-C_{1-4}-alkyl, di-C_{1-4}-alkylamino-C_{1-4}-alkyl and 5-8 membered heterocyclyl-C_{1-4}-alkyl; wherein each is optionally substituted with one to three groups independently selected from halo,

$-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and (C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^d is selected from C_{1-5}-alkyl, C_{3-6}-cycloalkyl, C_{3-6}-cycloalkyl-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl, C_{1-3}-alkoxy-C_{1-3}-alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;

and pharmaceutically acceptable derivatives thereof.

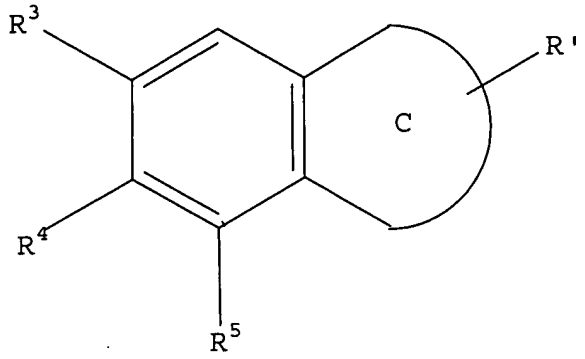
12. (Original) The compound of Claim 1 wherein R^a is H.

13. (Original) The compound of Claim 1 wherein the basic substituent on R is selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-

yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl.

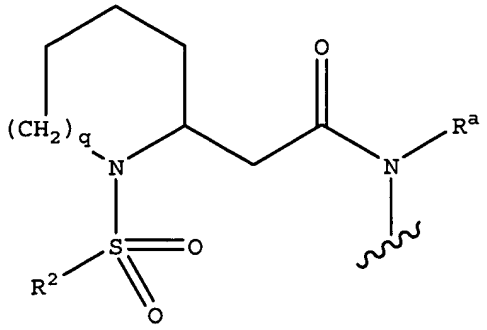
14. (Original) The compound of Claim 1 wherein R^b and R^c are joined to form a phenyl ring; and wherein q is 2.

15. (Currently Amended) A compound of Formula II'



II'

wherein the C ring is a 4- to 7- membered saturated carbocyclic or heterocyclic moiety;
wherein R' is selected from



;

wherein q is 0-3;

wherein R^2 is selected from arylalkenyl, aryl, and heterocyclyl selected from thienyl, imidazolyl and benzofused heteroaryl, wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, haloalkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^a is independently selected from H and C_{1-4}-alkyl, or

aryl optionally substituted with one to three groups selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^3, R^4 and R^5 are the same or different and represent H, halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, a basic moiety, or

(C_1-C_2)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$; and

wherein R^8 and $R^{8'}$ independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

provided at least one of R^3, R^4 and R^5 is a basic moiety selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-

isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

16. (Original) The compound of Claim 15 wherein R^3 and R^5 are H; and wherein R^4 is selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-

(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;
and pharmaceutically acceptable derivatives thereof.

17. (Original) The compound of Claim 15 wherein R^4 and R^5 are H; and wherein R^3 is selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-

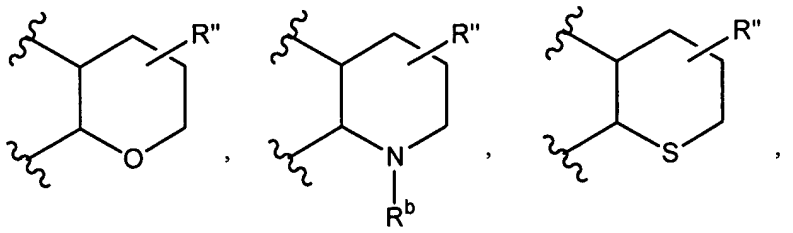
fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

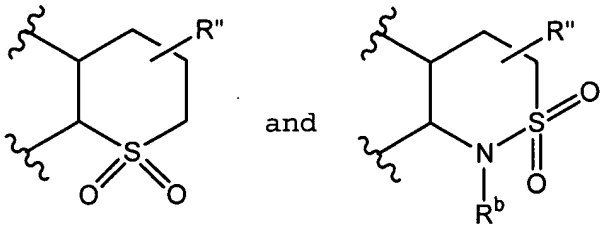
and pharmaceutically acceptable derivatives thereof.

18. (Original) The compound of Claim 15 wherein R^3 and R^4 are H; and wherein R^5 is selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-

bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl.

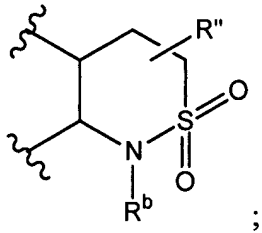
19. (Original) The compound of Claim 15 wherein the C ring is selected from





wherein R^b is independently selected from R', H and C_{1-2}-alkyl; and
wherein R'' is R' when R^b is hydrogen or C_{1-2}alkyl, or R'' is hydrogen when R^b is R'.

20. (Original) The compound of Claim 19 wherein
the C ring is



; and

wherein R^b is R'.

21. (Original) The compound of Claim 15 wherein R^2 is selected from phenyl-CH=CH-, tetrahydronaphthyl, naphtho[2.3-d]dioxol-6-yl, 1-benzofuran-2-yl, 2,1,3-benzoxadiazol-4-yl, 2,1,3-benzothiadiazol-4-yl, 1,3-benzothiazol-2-yl, 1H-pyrazol-4-yl, thien-2-yl, 5-isoxazolthien-

2-yl, benzothien-2-yl, benzothien-3-yl, thieno[3,2-c]pyridin-2-yl, naphthyl, phenyl, 3-pyridyl, tetrahydroisoquinolinyl, quinolinyl and isoquinolinyl;

wherein each R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and (C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, or $-NR^8C(O)R^{8'}$.

22. (Original) The compound of Claim 15 wherein R^2 is selected from 2-naphthyl, 1-naphthyl, phenyl, 3-chlorophenyl, 4-chlorophenyl, 3,5-dichlorophenyl, 3,4-dichlorophenyl, 2,4,6-trichlorophenyl, 3-fluorophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3-biphenyl, 4'-chlorophenyl-3-phenyl, 3-methylphenyl, 3-trifluoromethylphenyl, 2-chlorobenzothien-3-yl, and 3-pyridyl; wherein R^2 is optionally substituted with one or more groups selected from halo, $-NH_2$, -OH, $-CO_2H$, (C_1-C_2)alkylamino, (C_1-C_2)alkoxy, (C_1-C_2)alkoxy-(C_1-C_2)alkyl, (C_1-C_2)alkyl, halo(C_1-C_2)alkyl, di(C_1-C_2)alkylamino, and phenyl.

23. (Original) The compound of Claim 15 wherein R^a is H.

24. (Original) The compound of Claim 15 wherein R^2 is 2-naphthyl.

25. (Original) The compound of Claim 15 wherein R^2 is 3,4-dichlorophenyl.

26. (Original) The compound of Claim 15 wherein R^2 is 3-trifluoromethylphenyl.

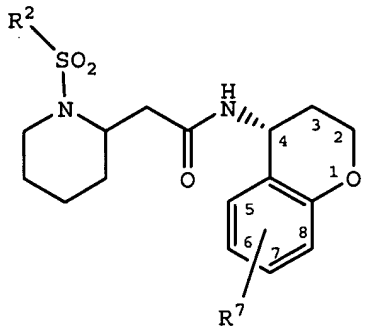
27. (Original) The compound of Claim 1 and/or pharmaceutically acceptable derivatives thereof selected from

N-(7-Piperidin-1-ylmethyl-chroman-4-(R)-yl)-2-[1-(3-trifluoromethyl-benzenesulfonyl)-piperidin-2-yl]-acetamide;

2-[1-(Naphthalene-2-sulfonyl)-piperidin-2-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide; and

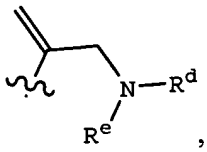
2-[1-(Naphthalene-2-sulfonyl)-pyrrolidin-2-(L)-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide.

28. (Original) A compound of Formula III'



III'

wherein R^2 is selected from naphthyl, phenyl, pyridinyl, benzothienyl, quinolinyl and isoquinolinyl, and wherein each is optionally substituted with one to three substituents selected from chloro, fluoro, methoxy, methyl, trifluoromethyl, and phenyl; and

wherein R^7 is selected from  , C_{3-6}-cycloalkyl(C_1-C_2)alkylamino(C_1-C_2)alkyl, C_{3-6}-cycloalkylamino(C_1-C_2)alkyl, (C_1-C_2)alkoxy(C_1-C_2)alkylamino(C_1-C_2)alkyl, mono-C_{2-4}-alkenylamino-C_{1-4}-alkyl, di-C_{2-4}-alkenylamino-C_{1-4}-alkyl, hydroxy-C_{1-4}-alkylamino-C_{1-4}-alkyl, aminocarbonyl-C_{1-4}-alkylamino-C_{1-2}-alkyl, mono-C_{1-6}-alkylamino-C_{1-4}-alkyl, di-C_{1-4}-alkylamino-C_{1-4}-alkyl and 5-8 membered heterocyclyl-C_{1-4}-alkyl; wherein the 5-8 membered heterocyclyl-$(CH_2)_p$- optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, =NCN;

wherein R^d is selected from C_{1-5}-alkyl, C_{3-6}-cycloalkyl, C_{3-6}-cycloalkyl-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl, C_{1-3}-alkoxy-C_{1-3}-alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;

wherein R^7 is at position 6, 7 or 8; and

wherein R^8 and $R^{8'}$ independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

and pharmaceutically acceptable derivatives thereof.

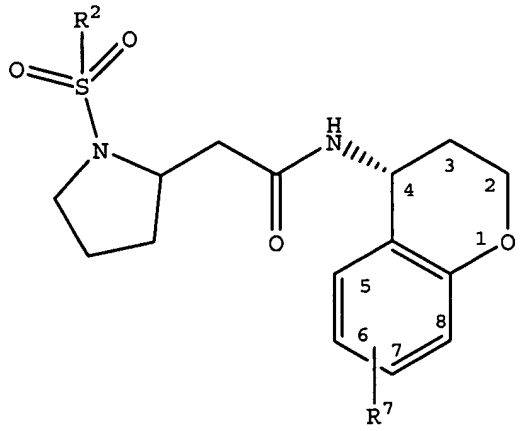
29. (Original) The compound of Claim 28 wherein R^7 is selected from aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

30. (Original) The compound of Claim 28 wherein R^7 is at position 7.

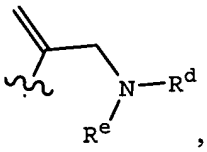
31. (Original) The compound of Claim 28 wherein R^2 is 2-naphthyl, 3,4-dichlorophenyl or 3-trifluoromethylphenyl.

32. (Original) A compound of Formula IV'



IV'

wherein R^2 is selected from naphthyl, phenyl, pyridinyl, benzothienyl, quinolinyl and isoquinolinyl, and wherein each is optionally substituted with one to three substituents selected from chloro, fluoro, methoxy, methyl, trifluoromethyl, and phenyl; and

wherein R^7 is selected from  , C_{3-6}-cycloalkyl(C_1-C_2)alkylamino(C_1-C_2)alkyl, C_{3-6}-cycloalkylamino(C_1-C_2)alkyl, (C_1-C_2)alkoxy(C_1-C_2)alkylamino(C_1-C_2)alkyl, mono-C_{2-4}-alkenylamino-C_{1-4}-alkyl, di-C_{2-4}-alkenylamino-C_{1-4}-alkyl, hydroxy-C_{1-4}-alkylamino-C_{1-4}-alkyl, aminocarbonyl-C_{1-4}-alkylamino-C_{1-2}-alkyl, mono-C_{1-6}-alkylamino-C_{1-4}-alkyl, di-C_{1-4}-alkylamino-C_{1-4}-alkyl and 5-8 membered heterocyclyl-C_{1-4}-alkyl; wherein the 5-8 membered heterocyclyl-$(CH_2)_p$- optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, =NCN;

wherein R^d is selected from C_{1-5}-alkyl, C_{3-6}-cycloalkyl, C_{3-6}-cycloalkyl-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl, C_{1-3}-alkoxy-C_{1-3}-alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;

wherein R^7 is at position 6, 7 or 8; and

wherein R^8 and $R^{8'}$ independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

and pharmaceutically acceptable derivatives thereof.

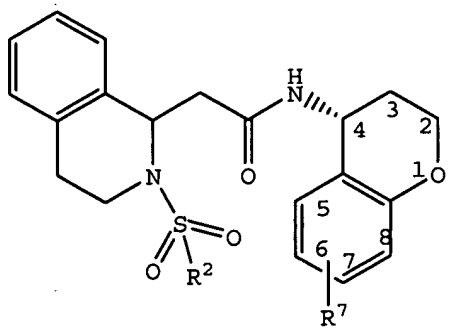
33. (Original) The compound of Claim 32 wherein R^7 is selected from aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

34. (Original) The compound of Claim 32 wherein R is at position 7.

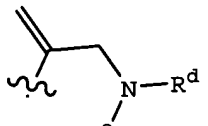
35. (Original) The compound of Claim 32 wherein R^2 is 2-naphthyl, 3,4-dichlorophenyl or 3-trifluoromethylphenyl.

36. (Original) A compound of Formula V'



V'

wherein R^2 is selected from naphthyl, phenyl, pyridinyl, benzothienyl, quinolinyl and isoquinolinyl, and wherein each is optionally substituted with one to three substituents selected from chloro, fluoro, methoxy, methyl, trifluoromethyl, and phenyl; and

wherein R^7 is selected from  , C_{3-6}-cycloalkyl(C_1-C_2)alkylamino(C_1-C_2)alkyl, C_{3-6}-cycloalkylamino(C_1-C_2)alkyl, (C_1-C_2)alkoxy(C_1-C_2)alkylamino(C_1-C_2)alkyl, mono-C_{2-4}-alkenylamino-C_{1-4}-alkyl, di-C_{2-4}-alkenylamino-C_{1-4}-alkyl, hydroxy-C_{1-4}-alkylamino-C_{1-4}-alkyl, aminocarbonyl-C_{1-4}-alkylamino-C_{1-2}-alkyl, mono-C_{1-6}-alkylamino-C_{1-4}-alkyl, di-C_{1-4}-alkylamino-C_{1-4}-alkyl and 5-8 membered heterocyclyl-C_{1-4}-alkyl; wherein the 5-8 membered heterocyclyl-$(CH_2)_p$- optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, =NCN;

wherein R^d is selected from C_{1-5}-alkyl, C_{3-6}-cycloalkyl, C_{3-6}-cycloalkyl-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl, C_{1-3}-alkoxy-C_{1-3}-alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;

wherein R^7 is at position 6, 7 or 8; and

wherein R^8 and $R^{8'}$ independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

and pharmaceutically acceptable derivatives thereof.

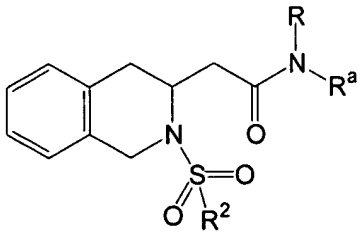
37. (Original) The compound of Claim 36 wherein R^7 is selected from aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

38. (Original) The compound of Claim 36 wherein R is at position 7.

39. (Original) The compound of Claim 36 wherein R^2 is 2-naphthyl, 3,4-dichlorophenyl or 3-trifluoromethylphenyl.

40. (Currently Amended) A compound of Formula VI'



VI'

wherein R is a 9-11 membered fused bicyclic carbocyclic or heterocyclic ring substituted with one to three basic moieties, and optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^8 and $R^{8'}$ independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

wherein R^2 is selected from arylalkenyl, aryl, and heterocyclyl, wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$,

$(C_1$-$C_6)$alkylamino, oxo, $(C_1$-$C_6)$alkoxy, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, di$(C_1$-$C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

$(C_1$-$C_6)$alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1$-$C_6)$alkylamino, halo$(C_1$-$C_6)$alkyl, oxo, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkoxy$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, di$(C_1$-$C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$; ~~and~~

wherein R^a is independently selected from H and C_{1-4}-alkyl, and aryl optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1$-$C_6)$alkylamino, halo$(C_1$-$C_6)$alkyl, oxo, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkoxy$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, di$(C_1$-$C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$; and

wherein the one to three basic moieties on R are independently selected from cycloalkylamino C_{1-6}-alkyl, cycloalkyl$(C_1$-$C_6)$alkylamino C_{1-6}-alkyl, heteroarylamino C_{1-6}-alkyl, heteroaryl$(C_1$-$C_6)$alkylamino C_{1-6}-alkyl, arylamino C_{1-6}-alkyl, aryl$(C_1$-$C_6)$alkylamino C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, amino C_{1-6}-alkoxy, amino C_{1-6}-alkyl, alkylamino C_{1-6}-alkyl; or

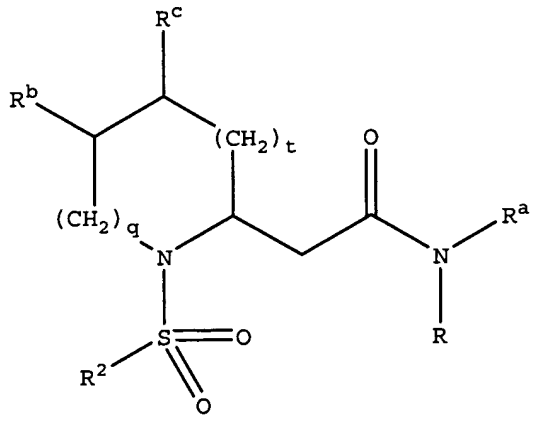
5-6 membered heterocyclyloxy, 5-6 membered nitrogen-containing heterocyclyl or 5-7 membered nitrogen-containing heterocyclyl- C_{1-6}-alkyl, each of which is optionally substituted with one to three groups selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1$-$C_6)$alkylamino, halo$(C_1$-$C_6)$alkyl, oxo, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkoxyalkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, di$(C_1$-$C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, =NCN; or

$(C_1$-$C_6)$alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1$-$C_6)$alkylamino, halo$(C_1$-$C_6)$alkyl, oxo, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkoxy$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, di$(C_1$-$C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$.

41. (Original) The compound of Claim 40 wherein R is selected from 1,2,3,4-tetrahydronaphth-1-yl, 1,2,3,4-tetrahydronaphth-2-yl, indan-1-yl and indan-2-yl, chroman-4-yl, and 2,2-dioxo-3,4-dihydro-1H-2, 1-benzothiazin-4-yl.

42. (Original) The compound of Claim 40 R^a is selected from H and $(C_1\text{-}C_2)$alkyl.

43. (Currently Amended) A compound of Formula I



I

wherein q is 0-3;

wherein t is 0-2, provided that when t is 2, q is not 3;

wherein R is a 9-11 membered fused bicyclic carbocyclic or heterocyclic ring substituted with one to three basic moieties, and optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1\text{-}C_6)$alkylamino, oxo, $(C_1\text{-}C_6)$alkoxy, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, di$(C_1\text{-}C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

$(C_1\text{-}C_6)$alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1\text{-}C_6)$alkylamino, halo$(C_1\text{-}C_6)$alkyl, oxo, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, di$(C_1\text{-}C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^8 and $R^{8'}$ independently are selected from H, and

lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

wherein R^2 is selected from arylalkenyl, aryl, and heterocyclyl, wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1\text{-}C_6)$alkylamino, oxo, $(C_1\text{-}C_6)$alkoxy, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, di$(C_1\text{-}C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and $(C_1\text{-}C_6)$alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1\text{-}C_6)$alkylamino, halo$(C_1\text{-}C_6)$alkyl, oxo, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, di$(C_1\text{-}C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^a is independently selected from H and $C_{1\text{-}4}$-alkyl, and aryl optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1\text{-}C_6)$alkylamino, halo$(C_1\text{-}C_6)$alkyl, oxo, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, di$(C_1\text{-}C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^b is independently selected from H and $C_{1\text{-}2}$-alkyl; and

wherein R^c is independently selected from H and $C_{1\text{-}2}$-alkyl; or

wherein R^b and R^c may be joined to form a 6-membered aryl or heteroaryl ring optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1\text{-}C_6)$alkylamino, oxo, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, di$(C_1\text{-}C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and $(C_1\text{-}C_6)$alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, $(C_1\text{-}C_6)$alkylamino, halo$(C_1\text{-}C_6)$alkyl, oxo, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$alkoxy$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, di$(C_1\text{-}C_6)$alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein the one to three basic moieties on R are independently selected from cycloalkylamino $C_{1\text{-}6}$-alkyl, cycloalkyl$(C_1\text{-}C_6)$alkylamino $C_{1\text{-}6}$-alkyl, heteroarylamino $C_{1\text{-}6}$-alkyl, heteroaryl$(C_1\text{-}C_6)$alkylamino $C_{1\text{-}6}$-alkyl, arylamino $C_{1\text{-}6}$-alkyl, aryl$(C_1\text{-}C_6)$alkylamino $C_{1\text{-}}$

$_{6}$-alkyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, amino C_{1-6}-alkoxy, amino C_{1-6}-alkyl, alkylamino C_{1-6}-alkyl; or

5-6 membered heterocyclyloxy, 5-6 membered nitrogen-containing heterocyclyl or 5-7 membered nitrogen-containing heterocyclyl- C_{1-6}-alkyl, each of which is optionally substituted with one to three groups selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxyalkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, =NCN; or

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

and pharmaceutically acceptable derivatives thereof;
provided the basic moiety is not 2-oxo-piperaziny-4-ylmethyl.

44. (Original) The compound of Claim 1 and/or pharmaceutically acceptable derivatives thereof selected from

N-(7-Piperidin-1-ylmethyl-chroman-4-(R)-yl)-2-[1-(3-trifluoromethyl-benzenesulfonyl)-piperidin-2-yl]-acetamide;

2-[1-(Naphthalene-2-sulfonyl)-piperidin-2-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide;

2-[1-(Naphthalene-2-sulfonyl)-pyrrolidin-2-(L)-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide;

N-((1R)-6-(1-piperidinylmethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-methylphenyl)sulfonyl)-2-piperidinyl)acetamide;

2-((2S)-1-((3-chloro-4-methylphenyl)sulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

2-((2S)-1-((2,4,6-trimethylphenyl)sulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

N-((1R)-6-(1-piperidinylmethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((2,4,6-trimethylphenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

2-((2S)-1-((3,4-dichlorophenyl)sulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

N-((1R)-6-(1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((cyclobutylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-methyl-N-((4R)-7-(1-piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-(1,1-dimethylethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-(1,1-dimethylethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((diethylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((isobutylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-methyl-3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((cyclopropylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((2-methylbutyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((2-(methyloxy)ethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((cyclopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((isopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((4-fluoro-1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-((4-fluoro-1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-(((cyclopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-(((isopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-(((isobutylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-(((diethylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-((4-fluoro-1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R)-1-((4-methylphenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

2-((2R/S)-1-((4-methylphenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)-N-((1R)-6-(((2-methylpropyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

N-((1R)-6-(((2,2-dimethylpropyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

2-((2S)-1-(1-benzothien-3-ylsulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

2-((2S)-1-(1-benzothien-3-ylsulfonyl)-2-piperidinyl)-N-((1R)-6-(((2,2-dimethylpropyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

1-(((5R)-5-((((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetyl)amino)-5,6,7,8-tetrahydro-2-naphthalenyl)methyl)-3-piperidinecarboxamide;

N-((4R)-7-(4-morpholinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(7-azabicyclo[2.2.1]hept-7-ylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl) sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1R)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-((4-Fluoro-1-piperidinyl)methyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl) sulfonyl)-2-pyrrolidinyl)acetamide;

N-((4R)-7-((4,4-Difluoro-1-piperidinyl)methyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl) sulfonyl)-2-pyrrolidinyl)acetamide;

2-((2S)-1-(2-Naphthalenylsulfonyl)-2-piperidinyl)-N-((4R)-7-(1-piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)acetamide;

N-((4R)-6-chloro-7-(1-piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl) sulfonyl)-2-pyrrolidinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((3R)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-3-isoquinolinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(4-Morpholinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(7-Azabicyclo[2.2.1]hept-7-ylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2R)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((1S)-1-methyl-2-(1-piperidinyl)ethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide; and

N-((1R)-6-(1-(1-piperidinylmethyl)ethenyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide.

45. (Original) A pharmaceutically acceptable salt of a compound of Claim 1.

46. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

~~46~~47. (Currently Amended) A method of treating pain comprising administering an effective amount a compound of Claim 1.

48-51. (Canceled).

52. A pharmaceutical formulation comprising a compound according to Claim 1, a pharmaceutically acceptable carrier and, optionally, one or more other pharmacologically active ingredients.

53-56. (Canceled).